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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 247017 7197430  
AUTHORIZATION : *Spud Coleman*  
COST LIMIT : \$ 105.00

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ORDER DATE : January 11, 2010  
ORDER TIME : 11:27 AM  
ORDER NO. : 247017-005  
CUSTOMER NO: 7197430

DOMESTIC AMENDMENT FILING

NAME: FIRSTSERVICE RESIDENTIAL  
REALTY, LLC

EFFECTIVE DATE:

XXX\_\_ ARTICLES OF CONVERSION & INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX PLAIN STAMPED COPY

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER'S INITIALS: \_\_\_\_\_

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**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

FirstService Residential Realty, LLC      L1000000 3006  
Enter Name of Other Business Entity

2. The "Other Business Entity" is a \_\_\_\_\_ limited liability company \_\_\_\_\_  
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on January 8, 2010  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

FirstService Residential Realty, Inc.  
Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 12th day of January, 2010.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: /s/ AYHAM BAHNASST

Printed Name: Ayham Bahnassi Title: Incorporator

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: 

Printed Name: FirstService Residential Management, Inc. Title: Member

Michael Natale, Chief Financial Officer

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

**ARTICLES OF INCORPORATION  
OF  
FIRSTSERVICE RESIDENTIAL REALTY, INC.**

**THE UNDERSIGNED** incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

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Article I: The name of the corporation shall be:

FirstService Residential Realty, Inc.

Article II: The principle place of business is:

1815 Griffin Road, Suite 404  
Dania Beach, FL 33004

Article III: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

Article IV: The Corporation is authorized to issue ten thousand (10,000) shares of common stock of no par value.

Article V: The name and Florida street address of the registered agent is:

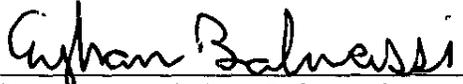
Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

Article VI: The name and address of the Incorporator is:

Ayham Bahnassi  
Ferrante & Associates  
126 Prospect Street  
Cambridge, MA 02139

.....  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
Corporation Service Company      **Matthew Young**  
as its agent      Date 1/13/2010

  
Incorporator-Ayham Bahnassi      Date 1/12/2010